

HELM

FINANCIAL CORPORATION

1-259A0006

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

September 13, 1991

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

17524
RECEIVED NO. FILED 1425

SEP 16 1991 -11 05 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Memorandum of Note and Security Agreement dated as of August 27, 1991 between the following parties:

Secured Party:	HELM FINANCIAL CORPORATION One Embarcadero Center 35th Floor San Francisco, CA 94111
Debtor:	National Railroad Passenger Corporation 400 North Charles Street Washington, D.C. 20001

The equipment involved in this transaction is as follows:

Equipment:	GP40-2 Locomotive #657 See Annex A for Car Numbers
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Please file this agreement as a primary document. The filing fee of \$15 is enclosed. Thank You.

Sincerely,

Karen Rahnasto
Karen Rahnasto
Fleet Operations Administrator

SEP 16 11 01 AM '91
MOTOR OPERATING UNIT

KR/tw
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

9/16/91

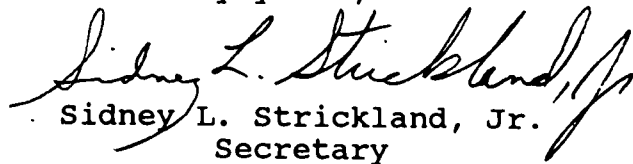
OFFICE OF THE SECRETARY

Karen Rahnasto
Fleet Operations Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA. 94111

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/16/91 at 11:05AM , and assigned recordation number(s). 17524 and 17525.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17524

RECORDATION NO. _____ FILED 1425

**MEMORANDUM OF
NOTE AND SECURITY AGREEMENT**

SEP 16 1991 -11 05 AM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF NOTE AND SECURITY AGREEMENT is intended to evidence the Note and Security Agreement dated as of August 27, 1991 (the "Note and Security Agreement") between National Railroad Passenger Corporation, a District of Columbia corporation (the "Maker"), and Helm Financial Corporation, a California corporation (the "Secured Party"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Debtor is the owner of the Locomotives more fully described in Annex A hereto (the "Equipment"). The Debtor has granted a security interest in the Equipment to the Secured Party upon the terms and conditions provided in the Note and Security Agreement.

IN WITNESS WHEREOF, the Debtor and the Secured Party, each pursuant to due authority, have executed this Memorandum of Note and Security Agreement, as of this 27th day of August, 1991.

DEBTOR**NATIONAL RAILROAD PASSENGER CORPORATION**BY: Richard I. KleinTitle: Treasurer**SECURED PARTY****HELM FINANCIAL CORPORATION**BY: [Signature]Title: Pres. Int.

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This document is a true and correct Copy of the Original Memorandum of Note and Security Agreement dated as of August 27, 1991.

Notary Public: Karen Staudenmaier
My Commission Expires: July 26, 1993

**MEMORANDUM
OF NON-RECOURSE
NOTE AND SECURITY AGREEMENT
DATED AS OF August 27, 1991**

Equipment Description

GP 40 CLC

Equipment Numbers

Amtrak - 657

Old - 320